1389595

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL						
OMB Number:	3235-0076					
Expires:						
Estimated average burden						
hours per respons	se16.00					

SEC U	SE ONLY
Prefix	Serial
DATE	RECEIVED
	1

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Gordian Capital LLC	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	☐ ULOE SEG Mail Processing Section
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	JUL 08ZUN
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	-
Gordian Capital LLC	Weshington, De-
Address of Executive Offices (Number and Street, City, State, Zip Code) 1100 West Main Street, Durant, Oklahoma 74701	Telephone Number (Including Area Code) (580) 920-1212
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone N
Brief Description of Business PROCESSED	
Search Fund JUL 1 4 2008 🏃	08053373
Type of Business Organization corporation	olease specify): limited liability company
Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: Do O O O Organization: Estimated Date of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	nated :: DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the tiling of a federal notice.

A. BASIC IDENTIFICATION DAT	ГА
2. Enter the information requested for the following:	
• Each promoter of the issuer, if the issuer has been organized within the past five years	rs;
Each beneficial owner having the power to vote or dispose, or direct the vote or dispositi	ion of, 10% or more of a class of equity securities of the issuer.
Each executive officer and director of corporate issuers and of corporate general and r	managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.	
	cer Director / Goneral andror Co-Manage
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	eer Director 📝 /Goneval and/dr/ CO-Manage. Managing Pathley
Full Name (Last name first, if individual) Befidi, Jr., Robert	
Business or Residence Address (Number and Street, City, State, Zip Code) 1100 West Main Street, Durant, OK 74701	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	er Director / Identeral sudder Co-Manager
Full Name (Last name first, if individual) Sinatra, Mark	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1100 West Main Street, Durant, OK 74701	<u> </u>
Check Box(es) that Apply: Promoter P Beneficial Owner Executive Office	cer Director General and/or Managing Partner
Full Name (Last name first, if individual) IRS Partners #19	
Business or Residence Address (Number and Street, City, State, Zip Code)	
515 S. Figueroa, Suite 1050, Los Angeles, CA 90071	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	cer Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Search Fund Partners 4, LP	
Business or Residence Address (Number and Street, City, State, Zip Code) 885 Oak Grove Avenue, Suite 102, Menlo Park, CA 94025	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	cer Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	cer Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Office	cer Director General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of thi	us sheet, as necessary)

					В. Т	NFORMAT	ION ABOU	T OFFERI	NG				
i.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes [No 🔀			
2.										s_20	,500.00		
_	3. Does the offering permit joint ownership of a single unit?									Yes	No		
3.			permit join tion request										
4.	commis If a pers or state	ssion or sim son to be lis s, list the na	ition requestial remune sted is an assame of the b	ration for s sociated pe roker or de	solicitation erson or age caler. If me	of purchasent of a broker ore than five	ers in conno cer or deale c (5) persoo	ection with r registered ns to be list	sales of se d with the S ed are asso	curities in t SEC and/or	he offering. with a state	;	
Ful N/	-	Last name	first, if ind	ividual)			-	_					
	-	Residence	Address (N	lumber and	d Street, C	ity, State, Z	Zip Code)			·	<u> </u>		
							•			<u></u>			
Na	me of As	sociated Bi	roker or De	aler									
Sta	tes in WI	nich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	l States)	***************************************	•••••			**************	***************************************	☐ AI	II States
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Ful N/		Last name	first, if ind	ividual)	-								
Bu	siness or	Residence	Address (?	Number an	d Street, C	ity, State,	Zip Code)						
Nai	me of As	sociated Bi	roker or De	aler									
Sta			Listed Has										
	(Check	"All States	s" or check	individual	l States)			****************	******************	***************************************		☐ AI	I States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Ful N/		Last name	first, if ind	ividual)	***		, -						
Bu	siness or	Residence	Address (?	Number an	id Street, C	ity, State,	Zip Code)						
Na	me of As	sociated Ba	roker or De	aler				<u> </u>			<u>.</u>		
Sta	tes in Wi	nich Person	Listed Has	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	l States)	***************************************	•••••••			**************	,	☐ AI	I States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	«	\$
	Equity		
	Common 🕢 Preferred	.p	Φ
	-	¢	c
	Convertible Securities (including warrants)		
	Partnership Interests		
	Other (Specify)	. 6 000 000 00	\$
	Total	\$ 0,000,000.00	\$ 6,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	31	s_6,000, <u>000.00</u>
	Non-accredited Investors		S
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		s
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ 25,000.00
	Accounting Fees		\$
	Engineering Fees	-	<u>-</u>
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)		\$
	Total		\$ 25,000.00

_	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
	and total expenses furnished in response to Part C — proceeds to the issuer."			\$
	Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	ly purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		<u> </u>	
	Purchase of real estate		\$	
	Purchase, rental or leasing and installation of mad	chinery		
	Construction or leasing of plant buildings and fac	rilities	\$. 🗆 \$
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	ets or securities of another	□ \$. 🗆 \$
	Repayment of indebtedness			
	Working capital		\$. 🗆 \$
	Other (specify): Acquisition of Membership Inte	erests of a Business	\$	\$_5,975,000.00
			\$. 🗆 \$
	Column Totals		s 0.00	\$_5,975,000.0
	Total Payments Listed (column totals added)		□ \$ <u>-</u> 5,	975,000.00
_		D. FEDERAL SIGNATURE		
ig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to ful information furnished by the issuer to any non-acc	rnish to the U.S. Securities and Exchange Commi-	ssion, upon writte	tle 505, the following on request of its staff,
ss	uer (Print or Type)	Signature	Date	
	ordian Capital LLC	Rober Belief	July 3, 2008	
٧a	me of Signer (Print or Type)	Title of Signer (Print of Type)		
₹ċ	bert Befidi, Jr.	Co-Manager		
		. 		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No X

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Gordian Capital LLC	Robert Beld:	July 3, 2008
Name (Print or Type)	Title (Print or Type)	
Robert Befidi, Jr.	Co-Manager	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 5 4 2 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate explanation of offering price Type of investor and to non-accredited amount purchased in State (Part C-Item 2) offered in state waiver granted) investors in State (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited No Yes **Investors** Amount State Yes No Investors Amount ΑL ΑK ΑZ AR $\mathsf{C}\mathsf{A}$ CO CT DE DC FL GA НІ ID IL ΙN IA KS KY LA ME MD MA ΜI MN MS

APPENDIX 2 3 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of offering price Type of investor and to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes No Investors Amount State Yes No Investors Amount MO MT NE NV NH NJ NM NY NC ND ОН OK OR PA RI SC SD TN TXUT VTVAWA WV WI

	APPENDIX										
1		2	3		4						
	to non-a	i to sell accredited as in State a-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Type of investor and explana amount purchased in State waiver g		ate ULOE attach ation of granted)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
WY			.=		-						
PR											

